FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 11:55AM
		File Number: 0000118648

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### **Type of Transaction**

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000		
11) First Name (if individual):	MI:	Last Name:	Suffix:		
12) Entity Name (if not an individual): Oklahoma RSA 9 Limited Partnership					
13) Attention To: Kellye Abernathy					
14) P.O. Box:	And / Or	15) Street Address: 17	330 Preston Rd Ste 100A		
16) City: Dallas		17) State: <b>TX</b>	[18] Zip: <b>75252</b>		
19) Telephone Number: (972)733-2092 20) FAX: (972)733-8141					
21) E-Mail Address: ka8805@txmail.s	sbc.com				

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

,			 	
Race:	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SB	C Communications Inc	· ·	
26) P.O. Box:	And / Or	27) Street Address: 17	75 East Houston
28) City: San Antonio		29) State: TX	30) Zip: <b>78205</b>
31) Telephone Number: <b>(210)351-3476</b>		32) FAX: <b>(210)351-3257</b>	
33) E-Mail Address: dwatts@corp.sbc.	com	••••••	

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Commun	nications Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 Ea	st Houston
38) City: San Antonio		39) State: TX	40) Zip: <b>78205</b>
41) Telephone Number: (210)351-3	476	42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.	sbc.com		

### Assignee/Transferee Information

er:		45b) SGIN: 000	
MI:	Last Name:	Suffix:	· · · · · · · · · · · · · · · · · · ·
dual): Alloy LLC			
		49) TIN:	
stun			
And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700	
	54) State: GA	55) Zip: <b>3030</b> 9	
3855	57) FAX: (404)249-5664		
	MI: Idual): Alloy LLC stun And / Or	MI: Last Name:  idual): Alloy LLC  stun  And / Or   52) Street Address: 1155  54) State: GA	MI: Last Name: Suffix:  dual): Alloy LLC   49) TIN:  stun

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

<b>J</b>			
59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>
66) Telephone Number: (404)249	-3855	67) FAX: <b>(404)249-5664</b>	
68) E-Mail Address: charles.feat	herstun@bellsout	h.com	

#### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

#### **Assignor/Transferor Certification Statements**

The Assignor or Transferor certifies either transferred until the consent of the Federal required because the transaction is subject telecommunications carriers. See Memoran	Communications ( to streamlined not	Commission has been given, or (2) that ification procedures for <i>pro forma</i> assiç	prior Commission consent is not
2) The Assignor or Transferor certifies that incorporated by reference are material, are p	all statements ma part of this applica	de in this application and in the exhibits tion, and are true, complete, correct, ar	, attachments, or in documents nd made in good faith.
79) Typed or Printed Name of Party Authori	zed to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Counse	el .		
Signature: Wayne Watts		81) Date: <b>05/04/00</b>	

## Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.
- 82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne Last Name: Watts Suffix 83) Title: Secretary 84) Date: 05/04/00 Signature: Wayne Watts

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN981					
WLW252					
WLW253					
WML215					
WML216					
WMN519					
WMN520					
WMN522					
WMQ601					
WMS766					
WMS820					
WMS869					
WMS894					
WMS951					
WMN521					

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

		- ::		- 44	
"Year 1 Gross Revenues (current)	Year 2 Gross Revenues	••	Year 3 Gross Revenues	54	Total Accete:
:: rear r Gross Nevertues (current)::	real 2 Gloss Nevellues	::	rear 5 Gross Revenues	2:	i otal Assets:
				. 33	

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable,

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment T	ype Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560571.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 12:14PM
		File Number: 0000118660

1) Application Purpose: Transfer of Control	
Currently on the with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### Transaction Information

- 8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number:	***************************************		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): Paci	fic Bell Wire	eless, LLC		
13) Attention To: Kellye Abernathy				
14) P.O. Box:	And / Or	15) Street Address: 17330 Pr	eston Road, Suite 100A	
16) City: Dallas		17) State: TX	18) Zip: <b>75252</b>	
19) Telephone Number: (972)733-2092		20) FAX: (972)733-8141		
21) E-Mail Address: ka8805@txmail.sbc.	.com			

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:		Black or African-American:	Native Hawaiian or Other Pacific White Islander:	
::	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

### Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SB	C Communications Inc		
26) P.O. Box:	And / Or	27) Street Address: 1	75 East Houston
28) City: San Antonio		29) State: TX	30) Zip: <b>78205</b>
31) Telephone Number: (210)351-3476		32) FAX: <b>(210)351-32</b>	57
33) E-Mail Address: dwatts@corp.sbc.	com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Commun	ications Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 Ea	st Houston
38) City: San Antonio		39) State: TX	40) Zip: <b>78205</b>
41) Telephone Number: (210)351-34	176	42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.:	sbc.com		

### Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indivi	dual): Alloy LLC			
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To: Charles Feather	stun			
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: <b>30309</b>	
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

<b>-</b>			***************************************	
59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700	
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>	
66) Telephone Number: (404)249	-3855	67) FAX: <b>(404)249-5664</b>		
68) E-Mail Address: charles.feat	herstun@bellsout	h.com		<u></u> j

### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

#### **Assignor/Transferor Certification Statements**

		,	
The Assignor or Transferor certifies eithe transferred until the consent of the Federal required because the transaction is subject telecommunications carriers. See Memoran	Communications to streamlined no	Commission has been given, or (2) tha tification procedures for <i>pro forma</i> ass	t prior Commission consent is not
The Assignor or Transferor certifies that incorporated by reference are material, are page 1.2.			
79) Typed or Printed Name of Party Authori	ized to Sign		
First Name: <b>Wayne</b>	MI:	Last Name: <b>Watts</b>	Suffix:
80) Title: VP & Assistant General Counse	el		
Signature: Wayne Watts		81) Date: <b>05/04/00</b>	

## **Assignee/Transferee Certification Statements**

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith,
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82	Typed or	Printed	Name of	Party	Authorized to	Sign

First Name: Wayne MI: Last Name: Watts Suffix: 83) Title: Secretary

84) Date: 05/04/00 Signature: Wayne Watts

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WMT591					
WMT592					
WMT593					
WMT594					
WMT595					
WMT596					
WMT597					
WMT598					
WMT599					
WMT600					
WMT601					
WPNA654					
WPNA655					
WPNA656					
WPNA657					
WPNB582					
WPNG333					
WPNG334					
WPNG340					
WPNG341					
WPNG619					
WPNG620					

WPNG621

WPNG622

WPNG623

WPNG625

WPNG626

WPNG830

**WPNG831** 

WPNG832

WPNG833

WPNG836

WPNG837

**WPNH342** 

WPNH343

**WPNH344** 

WPNH345

WPNH346

WPNI272

WPNI278

**WPNI279** 

WPNL509 WPNL510

WPNM666

WPNM667

**WPNM669** 

**WPNN467** 

**WPNN597** 

WPNN598

**WPNN599** 

**WPNN813** 

**WPNN827** 

WPNN828

WPOL581

WPOL582

WPOL683

WPOL684

WPOL850 WPOL851

WPOL852

WPOL888

WPOL889

**WPOM444** 

WPOM445

WPOM446

WPOM447 WPOM595

WPOM596

**WPON572** 

WPON652

WPON653

**WPON748** 

WPOP553

WPOP554

**WPOP883** 

WPOP923

WPOP936

WPOP937

WPOQ353

WPOQ354

WPOQ791

WPOQ805

WPOQ806

WPOQ812

WPOQ813

WPOR584

WPOR586

WPOR631

WPOR680 WPOR681

WPOR707

WPOR708

WPOR709

WPOR710

WPOR711

WPOS874

WPOS875 WPOS876

WPOS958

WPOT974

WPOT975

WPNC503

WPNC504

**WPOM598** 

WPNG331

WPNG332

WPNG343 WPNG344

WPNG616

WPNG617

**WPNG618** 

WPNG627

WPNG628

WPNG629 WPNG834

WPNG835

WPNG993

WPNG994

WPNG995

WPNG997

WPNG998

	WPNG999
	WONDER
:	WPNG999 WPNH520 WPNH521
:	WPNH521
:	WPNH522
:	WPNI273
:	WPN1274
:	WPNI274 WPNI275
:	VALINIZAO
:	WPNI276
:	WPNI277
:	WPNI440
:	WPOM306 WPOM435 WPOM436
:	WPOM435
:	WDOM436
:	VVPOIVI436
:	WPOM597
:	WPON649
:	WPON650
:	WPON651 WPOP575
:	WPOP575
:	WEODETC
:	WPOP576
:	WPOQ334
:	WPOQ334
:	WPOQ764
:	WPOQ765
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	WPOR585
	WPOR617
:	WPOR628
:	WPOR629
:	WPOR640
:	WPOS295
:	WPOS295 WPOS296
:	
:	WPOS841
	WPOS903
-	WPOS904
:	WPOU559
	WPOU560
:	WPOU561
:::::	
	WPOU710

WPOU711

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current) Year 2 Gross Revenues Year 3 Gross Revenues Total Assets:

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560574.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 12:47PM
		File Number: 0000117860

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? Yes
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

- B) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
- 9) The assignment of authorization or transfer of control of license is: Voluntary

### Licensee/Assignor Information

10a) Taxpayer Identification Number:	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		10b) SGIN: <b>000</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): P	acific Telesis N	Mobile Services		
13) Attention To: Kellye Abernathy				
14) P.O. Box:	And / Or	15) Street Address: 17330	Preston Road, Suite 100A	
16) City: Dallas		17) State: <b>TX</b>	18) Zip: <b>75252</b>	
19) Telephone Number: (972)733-2092	······································	20) FAX: (972)733-8141		
21) E-Mail Address: ka8805@txmail.s	bc.com			

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:		********************************	23b) SGIN: <b>000</b>	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individual): SB	C Communications Inc			
26) P.O. Box:	And / Or	27) Street Address: 17	5 East Houston	
28) City: San Antonio		29) State: TX	30) Zip: <b>78205</b>	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-32	57	
33) E-Mail Address: dwatts@corp.sbc.e		***************************************		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:						
35) Company Name: SBC Communications Inc.									
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston							
38) City: San Antonio		39) State: TX	40) Zip: <b>78205</b>						
41) Telephone Number: (210)351-34		42) FAX: (210)351-3257							
43) E-Mail Address: dwatts@corp.s	bc.com								

### Assignee/Transferee Information

45a) Taxpayer Identification Number	r:		45b) SGIN: <b>000</b>		
46) First Name (if individual):	MI:	Last Name:	Suffix:		
47) Entity Name (if other than indivi	dual): Alloy LLC				
48) Name of Real Party in Interest:			49) TIN:		
50) Attention To: Charles Feathers	stun				
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700		
53) City: Atlanta		54) State: GA	55) Zip: <b>30309</b>		
56) Telephone Number: (404)249-3	855	57) FAX: (404)249-5664			

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:					
60) Company Name:								
61) P.O. Box:	And / Or							
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>					
66) Telephone Number: (404)249-	3855	67) FAX: <b>(404)249-5664</b>						
68) E-Mail Address: charles.featherstun@bellsouth.com								

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific	White:
Ethnicity:		Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

The Assignor or Transferor certifies transferred until the consent of the Ferequired because the transaction is su telecommunications carriers. See Mer	deral Communications ( bject to streamlined not	Commission has been given, or (2) that ification procedures for <i>pro forma</i> assi	t prior Commission consent is not	
2) The Assignor or Transferor certifies incorporated by reference are material				
79) Typed or Printed Name of Party A	uthorized to Sign			
First Name: Wayne	MI:	Last Name: Watts	Suffix:	
80) Title: VP & Assistant General Co	ounsel			
Signature: <b>Wayne Watts</b>		81) Date: <b>05/04/00</b>		

## **Assignee/Transferee Certification Statements**

The Assignee or Transferee certifies eth transferred until the consent of the Federal required because the transaction is subject telecommunications carriers See Memoran	Communications C to streamlined noting	ommission has been given, or (2) the fication procedures for <i>pro forma</i> ass	at prior Commission consent is not
The Assignee or Transferee waives any regulatory power of the United States becar authorization in accordance with this applic	use of the previous	any particular frequency or of the ele use of the same, whether by license	ctromagnetic spectrum as against the or otherwise, and requests an
3) The Assignee or Transferee certifies tha pertinent cross-ownership, attribution, or sp 1f the applicant has sought a waiver of any outcome of the waiver request.	ectrum cap rule.*		
<ol> <li>The Assignee or Transferee agrees to a the subject authorization(s), unless the Fec for liability for any act done by, or any right prior to this assignment.</li> </ol>	leral Communicatio	ns Commission pursuant to a reques	st made herein otherwise allows, except
5) The Assignee or Transferee certifies tha incorporated by reference are material, are	at all statements ma part of this applicat	de in this application and in the exhit ion, and are true, complete, correct,	oits, attachments, or in documents and made in good faith.
6) The Assignee or Transferee certifies that pursuant to Section 5301 of the Anti-Drug controlled substance. See Section 1.2002( this certification.	Abuse Act of 1998, b) of the rules, 47 C	21 U.S.C § 862, because of a convi CFR § 1.2002(b), for the definition of	ction for possession or distribution of a "party to the application" as used in
<ol> <li>The applicant certifies that it either (1) h simultaneously with this application, or (3)</li> </ol>	as an updated Forn is not required to file	n 602 on file with the Commission, (2 e Form 602 under the Commission's	) is filing an updated Form 602 Rules.
82) Typed or Printed Name of Party Author	rized to Sign		
First Name: <b>Wayne</b>	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Cianatura: Wayna Watte	····	84) Date: 05/04/00	

## **Authorizations To Be Assigned or Transferred**

85) Call Sign 86) Location Number	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNLF205	 		

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

#### FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### Assignments of Authorization

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

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"Year 1 Gross Revenues (current)	Year 2 Gross Revenues	:: 1	Year 3 Gross Revenues	3:	Total Assets:	- ::
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#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

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Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### Transfers of Control

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### Attachment List

Attachment Type	••	Description	Contents
Other	04/25/00	Exhibits 1-3	17560452.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

Approved by OMB **FCC 603 FCC Wireless Telecommunications Bureau** 3060 - 0800 **Application for Assignments of Authorization** See instructions for and Transfers of Control public burden estimate Submitted 05/04/2000 at 12:57PM File Number: 0000117864

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2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number	:		10b) SGIN: <b>004</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:	······
12) Entity Name (if not an individual)	: Pacific Telesis M	obile Services		
13) Attention To: Kellye Abernathy				,
14) P.O. Box:	And / Or	15) Street Address: 173	30 Preston Road, Ste 100A	
16) City: Dallas		17) State: <b>TX</b>	[18] Zip: <b>75252</b>	
19) Telephone Number: (972)733-20	)92	20) FAX: (972)733-814	1	
21) E-Mail Address: ka8805@txmai	l.sbc.com			

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Wh	ite:
::	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: <b>000</b>
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SB	C Communications Inc		
26) P.O. Box:	And / Or	27) Street Address: 1	75 East Houston
28) City: San Antonio		29) State: TX	30) Zip: <b>78205</b>
31) Telephone Number: (210)351-3476		32) FAX: <b>(210)351-325</b> 7	
33) E-Mail Address: dwatts@corp.sbc.	com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Commur	nications Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 Ea	ast Houston
38) City: San Antonio		39) State: TX	40) Zip: <b>78205</b>
41) Telephone Number: (210)351-34	176	42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.	sbc.com		

## Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corporat	tion	
45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	Mí:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Feather	stun		
51) P.O. Box:	And / Or	52) Street Address: 1155	i Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: <b>30309</b>
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsout	h.com	

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700			
	64) State: GA	65) Zip: <b>30309</b>		
55	67) FAX: (404)249-5664			
	And / Or	64) State: GA		

#### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American: Native Hawaiian or Other Pacific White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	

### **Assignor/Transferor Certification Statements**

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The Assignor or Transferor certifies eithe transferred until the consent of the Federal required because the transaction is subject telecommunications carriers. See <i>Memorar</i>	Communications ( to streamlined not	Commission has been given, or (2) that ification procedures for <i>pro forma</i> assi	prior Commission consent is not
2) The Assignor or Transferor certifies that incorporated by reference are material, are			
79) Typed or Printed Name of Party Author	ized to Sign		
First Name: <b>Wayne</b>	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Couns	el		
Signature: Wayne Watts		81) Date: <b>05/04/00</b>	

## **Assignee/Transferee Certification Statements**

The Assignee or Transferee certifies transferred until the consent of the Fede required because the transaction is subjetelecommunications carriers See Memore.	ral Communications C ect to streamlined notit	ommission has been given, or (2) fication procedures for <i>pro forma</i> a	that prior Commission consent is not
<ol> <li>The Assignee or Transferee waives a regulatory power of the United States be authorization in accordance with this app</li> </ol>	cause of the previous		
3) The Assignee or Transferee certifies pertinent cross-ownership, attribution, or the applicant has sought a waiver of a outcome of the waiver request.	spectrum cap rule.*	•	ŕ
<ol> <li>The Assignee or Transferee agrees to the subject authorization(s), unless the F for liability for any act done by, or any rig prior to this assignment.</li> </ol>	ederal Communication	ns Commission pursuant to a requ	est made herein otherwise allows, excep
5) The Assignee or Transferee certifies incorporated by reference are material, a			
6) The Assignee or Transferee certifies pursuant to Section 5301 of the Anti-Drucontrolled substance. See Section 1.200 this certification.	ig Abuse Act of 1998,	21 U.S.C § 862, because of a con	viction for possession or distribution of a
7) The applicant certifies that it either (1) simultaneously with this application, or (			
82) Typed or Printed Name of Party Autl	horized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			

Authorizations To Be Assigned or Transferred

Signature: Wayne Watts

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	:,	nstructed s / No
KNLF209						

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

84) Date: 05/04/00

FCC Form 603 Schedule A

### Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

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#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

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"Year 1 Gross Revenues (current)	Year 2 Gross Revenues	::	Year 3 Gross Revenues	- 63	Total Assets:	-::
Tear I Stood Notation (Garietty)	Tour E Oroso Horondoo	::	Tour o order revenues	- 2:	rotal ribocto.	::
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#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

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Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small **Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### Transfers of Control

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### Attachment List

Attachment Type	:	Description	Contents
	04/25/00	Exhibits 1-3	17560462.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

3a	) Is this a	a pro	forma as	signment	of au	ıthorizal	tion or	transf	er of	control	? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:	
12) Entity Name (if not an individual): Pega	asus Cellular Telephon	e Company No. 3 (NY-4	), Inc.	
13) Attention To: Kellye Abernathy				
14) P.O. Box:	And / Or	15) Street Address:	17330 Preston Rd Ste 100A	
16) City: Dallas		17) State: <b>TX</b>	18) Zip: <b>75252</b>	
(19) Telephone Number: (972)733-2092		20) FAX: <b>(972)733</b> -	3141	
21) E-Mail Address: ka8805@txmail.sbc.	com			

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	· · · · · · · · · · · · · · · · · · ·				:::::::::::::::::::::::::::::::::::::::
Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individual): SB	C Communications Inc			
26) P.O. Box:	And / Or	27) Street Address: 17	75 East Houston	
28) City: San Antonio		29) State: TX	30) Zip: <b>78205</b>	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-32	57	
33) E-Mail Address: dwatts@corp.sbc.	com			

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts		Suffix:	
35) Company Name: SBC Communications Inc.					
36) P.O. Box:	And / Or	37) Street Address: 175 E	ast Housto	on	
38) City: San Antonio		39) State: TX		40) Zip: <b>78205</b>	
41) Telephone Number: (210)351-34	176	42) FAX: (210)351-3257			
43) E-Mail Address: dwatts@corp.s	sbc.com				

#### Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	iduai): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Feather	stun		
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: <b>30309</b>
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

MI:	Last Name: Featherstun	Suffix:
And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
••••••	64) State: GA	65) Zip: <b>30309</b>
3855	67) FAX: <b>(404)249-5664</b>	
erstun@bellsou	th.com	
	3855	And / Or 62) Street Address: 1155 Peachtree

#### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:		Black or African-American: Native Hawaiian or Other Pacific White:
Ethnicity	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	

### **Assignor/Transferor Certification Statements**

<u> </u>			
The Assignor or Transferor certifies ei transferred until the consent of the Feder required because the transaction is subje telecommunications carriers. See Memo	al Communications ( ect to streamlined not	Commission has been given, or (2) tha ification procedures for <i>pro forma</i> assi	t prior Commission consent is not
The Assignor or Transferor certifies the incorporated by reference are material, and a serial incorporated by reference are material.	nat all statements mad re part of this applica	de in this application and in the exhibit tion, and are true, complete, correct, a	s, attachments, or in documents nd made in good faith.
79) Typed or Printed Name of Party Auth	orized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Cou	nsel		
Signature: Wayne Watts		81) Date: <b>05/04/00</b>	

## **Assignee/Transferee Certification Statements**

- \_\_393883\_\_\_IA
- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the
  regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an
  authorization in accordance with this application.
- The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.
- 82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne MI: Last Name: Watts Suffix:

83) Title: Secretary

Signature: Wayne Watts

84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN827					
KNKN856					
WLK882					
WLM409					
WLM410					
WLM411					
WLM412					
WLM414					
WLN861					
WLN862					
WLU605					
WLU901					
WLV251					
WLV365					
WMJ464					
WMJ991					
WML645					
WML742					
WML744					
WML745					
WML746					
WMM429					

WMM430

WMN856

WMQ892

**WMQ893** 

WMR378

**WMR793** 

WMR926

WMV952

WMW726

WMW727

WMW732

WMW767

WMW865 WMW866

WMW928

WMW929

WPJC719

WPJD311

**WPJD312** 

WPJD825

WPJD826

WPJD827

WPJD828 WPJD829

WPJE549

WPJE550

WPJE608

WPJF529

WPJF530 WPNB322

WPNC551

WPNH764

WPOR257

WPOR258

WPOR587

WPOR588

WPOR589

WPOS282 WPOS284

WPOS285

WPOS286

**WPOS287** 

WPOS288 WPOS289

WPOS290

WPOS291

WPOS292

**WPOS293** 

WPOS294

WPOT925

#### FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

		·, -·	***, 2*********************************	
	V		· · · · · · · · · · · · · · · · · · ·	•
::Year 1 Gross Revenues (current)::	Year 2 Gross Revenues	:: Year 3 Gross Revenues	i otal Assets:	:
:: rear r 01033 Nevertues (current)::	rear 2 01033 revenues	: Tear 5 Cross Nevertues	(; I Ulai Assels, :	٠
		* *		•
:				

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### Transfers of Control

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

393883	I/

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560466.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

### Licensee/Assignor Information

11) First Name (if individual):	: RAL:	Last Name:	Suffiy:	
······································		• (	::Odition	
12) Entity Name (if not an individual): St. Jo	sepn SMSA Lin	iited Partnersnip		
13) Attention To: Kellye Abernathy				
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Rd Ste 100A		
16) City: <b>Dalla</b> s		17) State: <b>TX</b>	18) Zip: <b>75252</b>	
19) Telephone Number: (972)733-2092		20) FAX: (972)733-814	<b>!</b> 1	
21) E-Mail Address: ka8805@txmail.sbc.c	om		***************************************	

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	islander:	• • • • • • • • • • • • • • • • • • • •
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

### Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: <b>000</b>
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SB	C Communications Inc		
26) P.O. Box:	And / Or	27) Street Address: 17	75 East Houston
28) City: San Antonio		29) State: TX	30) Zip: <b>78205</b>
31) Telephone Number: (210)351-3476		32) FAX: (210)351-32	57
33) E-Mail Address: dwatts@corp.sbc.	com		

### Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Communi	cations Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 Ea	ist Houston
38) City: San Antonio		39) State: TX	40) Zip: <b>78205</b>
41) Telephone Number: (210)351-347	<b>'</b> 6	42) FAX: <b>(210)351-3257</b>	
43) E-Mail Address: dwatts@corp.sl	oc.com		

### Assignee/Transferee Information

45a) Taxpayer Identification Number	r:		(45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	······
47) Entity Name (if other than indivi	dual): Alloy LLC			
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To: Charles Feathers	stun			
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: <b>3030</b> 9	
56) Telephone Number: (404)249-3	855	57) FAX: (404)249-5664		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles MI:		Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta		64) State: GA	65) Zip: <b>30309</b>	
66) Telephone Number: (404)249-3855				
68) E-Mail Address: charles.featherstun@bellsouth.com				

#### **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guitty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	11	Black or African-American: Native Hawaiian or Other Pacific White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	
Gender:	Female:	Male:	

## **Assignor/Transferor Certification Statements**

		***************************************				
1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rcd. 6293(1998).						
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.						
79) Typed or Printed Name of Party Authorized to Sign						
First Name: Wayne MI: Last Name: Watts Suffix:						
80) Title: VP & Assistant General Counsel						
Signature: Wayne Watts 81) Date: 05/04/00						
	mmunications ( streamlined not um Opinion and statements ma t of this applica d to Sign	mmunications Commission has been given, or (2) that streamlined notification procedures for pro forma assum Opinion and Order, 13 FCC Rcd. 6293(1998).  Statements made in this application and in the exhibit of this application, and are true, complete, correct, and to Sign  [MI: [Last Name: Watts]]				

## Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wavne Last Name: Watts Suffix

83) Title: Secretary

Signature: Wayne Watts 84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

#### Authorizations To Be Assigned or Transferred

	85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	S	00) Constructed Yes / No
	KNKA488						
	AAM1412						
-	: <b>\</b> \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\						

FCC Form 603 Schedule A

#### Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

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:: rear r Oross revenues (current):	Tear 2 Cross Nevertaes	:: 1601 5 61035 1/64	ciluco : Iolai As	3566
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#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small **Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct

#### **Attachment List**

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Attachment Type	::	Description	Contents
Other	04/25/00	Exhibits 1-3	17560453.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.